

## NOTICE OF ANNUAL GENERAL MEETING IN ASMDEE GROUP AB

**The shareholders of Asmodee Group AB, reg. no. 559273-8016, (the “Company”) are hereby invited to the annual general meeting on Thursday 18 September 2025 at 12.30pm CET at Värmlands Museum, Västra Torggatan 31 in Karlstad. Shareholders are welcome for registration from 12:00 pm CET.**

The board of directors have, in accordance with the Company’s articles of association, resolved that the shareholders may exercise their voting rights at the general meeting by voting in advance, so called postal voting. Shareholders may therefore choose to exercise their voting rights at the annual general meeting by physical participation, by proxy or by advance voting. The board of directors proposes that the annual general meeting is broadcasted over video conference. Link for participation in the video conference will be available on the Company’s website, <https://corporate.asmodee.com/corporate-governance#meetings>. Additional information regarding participation via video conference is found below under “Attend via video conference”.

### Right to attend and notification

Physical participation by presence at the general meeting  
Shareholders who wish to attend the annual general meeting by physical presence in person or through a proxy must:

- i. on the record date, which is Wednesday 10 September 2025, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify their participation and any assistants (no more than two) in the annual general meeting no later than Friday 12 September 2025 at 23.59 CET in accordance with the instructions below. This means that registration only by advance voting is not sufficient for those who wish to physically attend the meeting.

The notification for participating by presence at the general meeting shall be made to the Company in accordance with the following:

- In writing to Asmodee Group AB, Attn: Ian Gulam, Tullhusgatan 1B, 652 09 Karlstad, Sweden (kindly mark the envelope “Asmodee annual general meeting 2025”),
- Via e-mail: [ian.gulam@embracer.com](mailto:ian.gulam@embracer.com),
- Electronically via verification through BankID <https://corporate.asmodee.com/corporate-governance#meetings>.



The notification shall state the name, personal/corporate identity number, shareholding, share classes address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as power of attorneys, registration certificates and other authorization documents, should be appended to the notification (see further information under "Proxy etc." below).

#### Participation through advance voting

Shareholders wishing to attend the annual general meeting by advance voting, personally or by a proxy must:

- i. on the record date, which is Wednesday 10 September 2025, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. give notice by casting their advance vote in accordance with the instructions below so that the advance vote is received by the Company no later than Friday 12 September 2025 at 23.59 CET.

A special form shall be used for advance voting. The form is available on <https://corporate.asmodee.com/corporate-governance#meetings>. A shareholder who is exercising its voting right through advance voting does not need to notify the Company of its attendance to the general meeting. The advance voting form is considered as the notification of attendance to the general meeting.

The completed and signed form shall be sent to the Company in accordance with the following:

- In writing to Asmodee Group AB, Attn: Ian Gulam, Tullhusgatan 1B, 652 09 Karlstad, Sweden (kindly mark the envelope "Asmodee annual general meeting 2025"),
- Via e-mail: [ian.gulam@embracer.com](mailto:ian.gulam@embracer.com),
- Electronically via verification through BankID on <https://corporate.asmodee.com/corporate-governance#meetings>.

If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. Authorization documents shall also be attached for shareholders voting in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid.



Further instructions and conditions are included in the form for advance voting.

Please note that anyone who wants to attend the meeting, physically or by proxy, must report this in accordance with the instructions under the heading "Physical participation by presence at the general meeting" above. This means that a registration only by advance vote is not sufficient for those who want to physically attend the annual general meeting.

### **Nominee shares**

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than on Wednesday 10 September 2025 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Friday 12 September 2025 will be considered in preparations of the share register.

### **Proxy etc.**

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should in order to facilitate the entrance to the general meeting, be submitted to the Company in accordance with the instructions above and be at the Company's disposal no later than on Friday 12 September 2025. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. Certificate of proxies are also accepted.

A proxy form will be available on the Company's website <https://corporate.asmodee.com/corporate-governance#meetings>, and will also be sent to shareholders who so request and inform the Company of their postal address.

### **Attend via video conference**

The shareholders might attend the general meeting either physically, in person or by proxy, or remotely (via video conference) and vote in advance. Those who are willing to



attend remotely and would like to utilize their voting rights *cannot* do so by video conference and must instead participate via proxy or vote in advance to utilize their voting rights. Link for participation in the video conference will be available on the Company's website, <https://corporate.asmodee.com/corporate-governance#meetings>.

For online participants via video conference, the following rules apply (which the participant accepts by choosing to participate online). There will be no opportunity to vote, speak, present proposals or objections or request voting. As it is not possible to verify if any external persons are attending the meeting online, the opportunity to participate online requires that the meeting resolves that also persons who are not shareholders shall have the right to attend the meeting.

Remote access to the general meeting will be provided Inderes Oyj's virtual general meeting service on the Videosync platform, which includes video and audio access to the general meeting. Remote access does not require any paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound. One of the following browsers is recommended for participation: Chrome, Firefox, Edge, Safari, or Opera. It is advisable to log in to the meeting system well in advance of the meeting.

For more information on the general meeting service, contact details of the service provider and instructions in case of possible disruptions can be found here: <https://b2b.inderes.com/knowledge-base/inderes-agm-solutions>. A link to test the compatibility of your computer, smartphone or tablet with the network connection can be found here: <https://b2b.inderes.com/knowledge-base/compatibility-testing>. It is recommended that you read the detailed participation instructions before the meeting.

### **Draft agenda**

1. Opening of the meeting
2. Election of chair of the meeting
3. Preparation and approval of voting list
4. Election of one or two persons to certify the minutes
5. Question whether the general meeting has been duly convened



6. Approval of the agenda
7. Presentation of the business activities in the Asmodee group
8. Presentation of the annual report and the auditors' report and the group annual report and the group auditor's report
9. Resolutions regarding:
  - a. adoption of income statement and balance sheet and the group income statement and the group balance sheet,
  - b. decision regarding the profit or loss of the company in accordance with the adopted balance sheet, and
  - c. discharge from liability of the board of directors and the CEO.
- i. Stéphane Carville (board member)
- ii. Linda Höljö (board member)
- iii. Jacob Jonmyren (board member)
- iv. Marc Nunes (board member)
- v. Kicki Wallje-Lund (deputy chair of the board)
- vi. Lars Wingefors (chair of the board)
- vii. Thomas Køgler (CEO)
- viii. Ian Gulam (former board member)
10. Determination of the number of directors and auditors
  - a. Number of directors
  - b. Number of auditors
11. Determination of fees to:
  - a. the board of directors
  - b. the auditors
12. Election of the board of directors and auditors
  - a. Stéphane Carville, board member (re-election)
  - b. Linda Höljö, board member (re-election)
  - c. Jacob Jonmyren, board member (re-election)
  - d. Marc Nunes, board member (re-election)
  - e. Kicki Wallje-Lund, board member (re-election)
  - f. Lars Wingefors, chair of the board (re-election)
  - g. Eugene Evans, board member (new election)
  - h. PwC, auditor (re-election)



13. Presentation and approval of the board of directors' remuneration report
14. Resolution regarding guidelines for remuneration to senior executives
15. Resolution regarding amendments of the articles of association
16. Resolution regarding authorization for the board to issue shares, convertibles and/or warrants
17. Resolution regarding authorization for the board to resolve on repurchase of own shares
18. Resolution regarding authorization for the board to resolve on transfer of own shares
19. Closing of the meeting

### **Proposed resolutions**

#### **Item 2: Election of chair of the meeting**

The nomination committee proposes that LLM, Ian Gulam, is elected as chair of the general meeting.

#### **Item 9.b: Resolution regarding decision regarding the profit or loss of the Company in accordance with the adopted balance sheet**

The board of directors proposes that all funds available for the annual general meeting shall be carried forward.

#### **Item 10–12: Determination of the number of directors and auditors, determination of fees to the board of directors and to the auditors, and election of the board of directors and auditors**

The nomination committee proposes the following:

- That the board of directors shall comprise of seven directors without deputies.
- That the remuneration to each director elected by the meeting and who is not employed by the Company or group shall be SEK 575,000 (SEK 550,000 previous year) and the chair of the board of directors is to receive SEK 1,250,000 (SEK 1,200,000 previous year).
- The nomination committee recommends that the Board elects a deputy chair. If such deputy chair is elected, the nomination committee proposes that remuneration for this assignment shall amount to SEK 1,150,000 (SEK 1,100,000 previous year).



- That remuneration for members of the audit and sustainability committee shall be SEK 160,000 (SEK 150,000 previous year) and the remuneration to the chair of the audit and sustainability committee shall be SEK 260,000 (SEK 250,000 previous year).
- That remuneration for members of the remuneration committee shall be SEK 85,000 (SEK 80,000 previous year) and the remuneration to the chair of the remuneration committee shall be SEK 130,000 (SEK 125,000 previous year).
- Any director elected by the general meeting and who is employed by the Company or receives consultancy fee from the Company shall not receive any fee in accordance with the above as long as such director is employed or receives such consultancy fee.
- Re-election of the directors Stéphane Carville, Linda Höljö, Jacob Jonmyren, Marc Nunes, Kicki Wallje Lund and Lars Wingefors. Election of Eugene Evans as new director. Furthermore, Lars Wingefors is proposed to be re-elected as chair of the board of directors.

In total the remuneration, excluding remuneration for committee work, amounts to SEK 4,700,000 (SEK 3,950,000 previous year).

Further information regarding the for election proposed directors is available at the Company's website <https://corporate.asmodee.com/corporate-governance#meetings>, in the nomination committee's complete proposal and in the annual report for 2024/2025.

The nomination committee proposes, in accordance with the audit and sustainability committee's recommendation, the following with respect to the auditor:

- The number of auditors shall be one registered audit firm.
- Remuneration to the auditor is to be paid according to approved invoice.
- Re-election of the registered audit firm Öhrlings PricewaterhouseCoopers AB (PwC) as auditor for the period until the end of the annual general meeting 2026. PwC has announced that Magnus Svensson Henryson remains as main responsible auditor.

### **Item 13: Presentation and approval of the board of directors' remuneration report**

The board of directors proposes that the annual general meeting approves the remuneration report for the financial year 2024/2025.



**Item 14: Resolution regarding guidelines for remuneration to senior executives**

The board of directors of the Company proposes, after recommendation from the remuneration committee that the annual general meeting adopts the following guidelines.

**General**

These guidelines apply to the Company's CEO, CFO, and other senior executives who are part of the Company's Executive Management Team ("**EMT**"), as well as to any remuneration to members of the Board other than approved director fees. These guidelines shall apply to remuneration that may be agreed upon or changes in already agreed upon remunerations after the guidelines have been adopted by the general meeting. The guidelines do not apply to any remunerations that have specifically been resolved by the general meeting or any remuneration in the form of shares, warrants, convertibles, or other share-related instruments such as synthetic options or employee stock options, which require specific approval by the general meeting. They provide detailed instructions on the implementation of the remuneration components and ensure consistent application across the EMT. These guidelines may be supplemented by an Executive Remuneration Policy approved by the Company's Board of Directors.

**Promotion of the Company's Business strategy, long-term interests, and sustainability**

The guidelines shall contribute to establish conditions for the Company to recruit and maintain qualified senior executives on the Company's EMT in order to successfully implement the Company's business strategy and achieve the Company's long-term interests, including sustainability. The guidelines shall also stimulate an increased interest in the business and the result as a whole as well as increase the motivation of the EMT and increase belonging with the group. The guidelines' purpose is further to create alignment between the Company's shareholders and the EMT. They shall contribute to a good ethics and culture within the group.

In order to achieve the Company's business strategy, total annual remuneration must be market-based and competitive in the employment market where the EMT member is located, as well as take into account the individual's qualifications and experience; furthermore, exceptional performance should be reflected in the total remuneration. The remuneration shall comprise of fixed base salary, short-term incentives, long-term incentives, and other customary benefits and retirement contributions. Fixed and variable incentives shall be related to the executives' responsibility and authority and reviewed on an annual basis.





When preparing the proposal for these guidelines, the employment conditions applied within the whole group have been used as a benchmark, following the principle that the remuneration packages of all employees in the group shall be based on the complexity of the position, performance, and market practice. In general, the same combination of remuneration components are offered within the whole group.

## 1. Base Salary

**Determination:** Base salaries are set annually based on the executive's role, responsibilities, experience, and relevant market benchmarks. The Remuneration Committee shall annually review salary levels to ensure competitiveness.

**Adjustment:** Adjustments to base salaries may be made based on changes in responsibilities, market conditions including annual inflation adjustments, or individual performance including annual performance review results, subject to approval by the Remuneration Committee.

## 2. Short-Term Incentives (STI)

**Eligibility:** The CEO of the Company and the other members of the EMT are eligible for annual performance-based bonuses.

**Performance Metrics:** STIs may be tied to the achievement of specific financial and/or operational targets, which are set at the beginning of each fiscal year by the Remuneration Committee with support of the CEO. Metrics can include but are not limited to:

Financial: Revenue growth, EPS, ROE, EBITDA

Non-financial: Strategic goal achievements, ESG criteria, employee engagement, culture contribution, or innovation, etc.

Specific individual targets are to be established and documented by the Remuneration Committee or CEO, as applicable, prior to the commencement of the performance period.

**Calculation:** Bonuses are calculated as a percentage of base salary, with threshold, target, and maximum payout levels defined. Cash based variable remuneration shall be earned and paid out pro rata based on the number of working months and days since first employment date assuming the employees starts with the group no later than January 1. If the employee starts with the group after January 1, any entitlement to cash based variable remuneration will commence from the following fiscal year. Any variable cash remuneration shall not exceed a maximum of 50 percent of the fixed annual base



salary. However, the variable cash remuneration may correspond to up to 100 percent of the fixed annual base salary of an EMT member if justified by extraordinary arrangements in the individual case.

When the measurable period for fulfilment of the criteria for payment of STIs has ended, the extent to which the criteria have been met shall be determined. The Board of Directors, after following recommendation by the Remuneration Committee, is responsible for the assessment of variable remuneration to the CEO of the Company and the CEO of the Company is responsible for the assessment of variable remuneration to the other EMT members. With respect to financial targets, the evaluation shall be based on Asmodee's latest publicly available financial information.

**Payment:** STI payments are made annually, typically in cash depending on the role, following the approval of the Remuneration Committee.

**Clawback Provisions:** The Remuneration Committee retains the right to adjust or reclaim STI awards in cases of awards already paid if payments have been made by mistake or been based on intentionally falsified data or in the event of material restatement of the Company's financial results.

### 3. Long-Term Incentives (LTI)

**Eligibility:** Executives who are part of the EMT, including but not limited to the CEO of the Company and the CFO of the Company, may be eligible for cash-based and/or equity-based LTI awards. Any share-related LTI awards require specific approval by the general meeting, and non-share-related LTIs require the approval by the Board of Directors.

**Award Types:** LTIs may include cash payments, performance shares, shares, warrants, convertibles or other share-related instruments such as synthetic options or employee stock options. Any non cash-based grants require specific approval by the general meeting. Any cash-based LTI will require approval by the Board of Directors. Awards may be determined annually by the Remuneration Committee, which shall in the event of a structure based on shares or share-related instruments be within the framework adopted by the general meeting.

**Vesting Period:** LTI awards typically have a three to five-year vesting period with performance conditions that must be met for the awards to vest. Any vesting period of share-related instruments will ultimately be set-out in resolution adopted by the general meeting.



**Performance Conditions:** Performance metrics for LTIs align with long-term company goals, which may include shareholder value creation and ESG performance indicators. Metrics may include but are not limited to: Total Shareholder Return (TSR), compound annual growth rate (CAGR) of EPS, and ROE.

Targets are to be established and documented by the Remuneration Committee prior to the commencement of the performance period, within the framework of resolutions by the general meeting if applicable. With respect to financial targets, the evaluation shall be based on the Company's latest publicly available financial information.

**Calculation of cash-based LTI:** Cash-based LTIs are calculated as a percentage of base salary, with threshold, target, and maximum payout levels defined. Any variable cash remuneration shall not exceed a maximum of 66.6 percent of the fixed annual base salary per year the cash-based LTI vests (i.e., a three-year program may be a total of 200 percent of the fixed annual base salary). Such variable cash remuneration may correspond to up to 100 percent of the fixed annual base salary of a senior executive if justified by extraordinary arrangements in the individual case.

**Payment:** Settlement of cash-based LTI awards is made at end of each respective LTI following the approval of the Remuneration Committee.

**Clawback Provisions:** the Company may retain the right to adjust or reclaim LTI awards in cases of awards already paid if payments have been made by mistake or been based on intentionally falsified data or in the event of material restatement of the Company's financial results.

#### 4. Exceptional Circumstance Payments (ECP)

**Eligibility:** The CEO of the Company and the other members of the Company's EMT are eligible for ECP.

**Condition:** In exceptional circumstances, provided that such arrangements are limited in time and made only on an individual basis, variable cash compensation may be made to recruit or retain members of the EMT, or as compensation for extraordinary work in larger transactions or in addition to the person's ordinary duties. Such variable cash compensation may be in addition to any STI or LTI arrangements, and shall not exceed an amount corresponding to 25 percent of the fixed annual cash salary and shall not be paid more than once per year and per individual. A decision on such remuneration shall be made by the Board of Directors upon proposal from the Remuneration Committee.



**Payment:** ECP payments are made annually in cash depending on the role, following the recommendation by the Remuneration Committee and approval by the Board of Directors.

**Clawback Provisions:** The Board of Directors retains the right to adjust or reclaim ECP awards in cases of awards already paid if payments have been made by mistake or been based on intentionally falsified data or in the event of material restatement of the Company's financial results.

## 5. Benefits and Perquisites

**Standard Benefits:** EMT members are entitled to standard benefits including health insurance, retirement plans, and company-provided vehicles or allowances.

**Retirement Plans:** the Company offers retirement packages in line with market practices, subject to limits or requirements of local law in the market where executive lives.

Premiums on retirement package shall amount to a maximum of 25 percent of the pensionable salary. Pension benefits shall be premium-defined. Normally, entitlement to retirement is at the age of 65. Variable cash remuneration does not qualify for any retirement/pension entitlements/contributions. If the Company is bound by a collective bargaining agreement, deviations from what is stated herein may occur to meet requirements in any such applicable collective bargaining agreement. Premiums on retirement packages and pensions may be adjusted to comply with mandatory rules or established local practice for different jurisdictions.

**Other Perquisites:** Additional benefits such as wellness programs, or executive medical exams may be provided based on role and market practices.

## 6. Performance Evaluation

**Annual Review:** The Remuneration Committee shall conduct an annual performance review of the CEO and any employed board members, if applicable assessing achievement against financial and non-financial targets. For other EMT members the review shall be done by the CEO and approved by the Remuneration Committee. The purpose for the Remuneration Committee is to ensure compliance with the guidelines through the collection of documented annual targets for short-term variable remuneration.



**Feedback Mechanism:** EMT Members are provided with performance feedback, highlighting areas of strength and development. The feedback informs future remuneration adjustments.

## 7. Exceptional Circumstances

**Global Mobility:** For EMT members who are stationed in a country other than their home country, additional remuneration and other benefits may be paid to a reasonable extent, taking into account the particular circumstances associated with such expatriation, whereby the overall purpose of these guidelines is to be met as far as possible. Such benefits may not exceed 15 percent of the fixed annual base salary.

**Director Services:** If a director performs services on behalf of the Company, which do not constitute board work, additional consultancy fees or other additional remuneration may be paid to directors upon decision by the Board of Directors following recommendation by the Remuneration Committee. Any such remuneration shall be designed in accordance with these guidelines.

**Deviations from Guidelines:** The Board of Directors shall be entitled to deviate from the guidelines with regards to such as the recruitment of senior executives on the global labor market to be able to offer competitive terms and conditions, in an individual case if there are special reasons for it and a deviation is necessary to ensure the Company's long-term interest and sustainability, or to ensure the Company's economic viability. Such deviation shall also be approved by the Remuneration Committee. An arrangement deviating from the guidelines can be renewed but each such arrangement shall be limited in time and shall not exceed a period of 24 months or an amount that is twice the remuneration that the individual would have received had no additional arrangement been made.

## 8. Severance and Termination Payments

**Severance Pay:** Severance pay is determined based on length of service, executive level, and relevant market requirements and practice. Where the Company is not bound by legal constraints, severance pay is capped at two years' base salary and no severance is paid in cases of resignation or termination for cause.

**Notice Period:** A sanctioned notice period for EMT members may not exceed twelve months, during which time salary payment will continue. In the event of termination by the executive, the notice period may not exceed six months, without the right to severance pay.



**Garden Leave:** EMT members may be placed on “garden leave” during the notice period, during which time they remain in payroll but are relieved of their duties.

## 9. Performance Evaluation

**Annual Review:** The Remuneration Committee with the support of the CEO shall conduct an annual performance review for all EMT members, assessing achievement against financial and non-financial targets.

**Feedback Mechanism:** EMT members are provided with performance feedback, highlighting areas of strength and development. The feedback informs future remuneration adjustments.

## 10. Disclosure and Reporting

**Annual Report:** Detailed disclosure of executive remuneration, including all components, performance metrics, and actual performance outcomes, will be provided in the Company’s annual report.

**Shareholder Engagement:** the Company will regularly engage with shareholders to gather feedback on remuneration practices. Any significant changes to remuneration structures require the Board of Directors Approval and where necessary, shareholder approval.

## 11. Review and Amendments

**Annual Review:** These guidelines shall be reviewed annually by the Remuneration Committee to ensure alignment with market practices, regulatory requirements, and the Company’s strategic objectives.

**Amendments:** Any significant amendments to these guidelines must be approved by the Board of Directors and a general meeting of the shareholders.

## 12. Compliance and Ethical Considerations

**Regulatory Compliance:** All remuneration practices will comply with Swedish law, including the Swedish Corporate Governance Code, the Swedish Rules on Remuneration of the Board and Executive Management and on Incentive Programs, and any applicable EU regulations. Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.



**Ethical Standards:** the Company commits to maintaining high ethical standards in all remuneration practices, ensuring fairness, equity, and transparency.

**Item 15: Resolution regarding amendments of the articles of association**

The board of directors proposes that the annual general meeting resolves to amend the Company's articles of association as follows:

Following the Swedish Companies Registration Office's registration of the change of accounting currency as of 1 April 2025 it is proposed that the limits for the share capital in the articles of association are changed from SEK to EUR. The articles of association § 5 will thereby have the following wording:

*"The share capital shall not be less than EUR 77,545 and not more than EUR 310,180."*

It is finally proposed that the board of directors or a person appointed by the board of directors be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

**Item 16: Resolution regarding authorization for the board to issue shares, convertibles and/or warrants**

The board of directors proposes that the annual general meeting resolves authorize the board of directors during the period up until the next annual general meeting to, on one or more occasions, resolve to issue B shares, convertibles and/or warrants with right to convert into and subscribe for B shares respectively, with or without preferential rights for the shareholders, in the amount not exceeding ten (10) percent of the total number of shares in the Company at the time when the authorization is used the first time, to be paid in cash, in kind and/or by way of set-off. The purpose for the board to resolve on issuances with deviation from the shareholders preferential rights in accordance with the above is primarily for the purpose to raise new capital to increase flexibility of the Company or in connection with acquisitions. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares quota value.

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.



**Item 17: Resolution regarding authorization for the board to resolve on repurchase of own shares**

The board of directors proposes that the annual general meeting resolves authorize the board of directors during the period up until the next annual general meeting, on one or more occasions, to resolve on repurchase of own B shares on principally the following terms and conditions:

Purchases may be effected on Nasdaq Stockholm.

Purchases may be made up to a maximum number of B shares that the Company's holding of own shares corresponds to no more than one tenth of all shares in the Company.

Purchases of B shares may only be effected on Nasdaq Stockholm at a price that does not exceed a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the share is trades and otherwise in accordance with the terms applicable as set forth by Nasdaq Stockholm. In the event that the acquisitions are effected by a member of the stock exchange as assigned by the Company, the price of own B shares may, however, correspond to the volume weighted average price during the time period within which the B shares were acquired, even if the volume weighted average price on the day of delivery to the Company falls outside the price range. Payment for the B shares shall be made in cash.

The main reason for possible purchases is to give the Company flexibility regarding its equity and thereby optimize the capital structure of the Company. Possible purchases may also enable own shares to be used as payment for, or financing of, acquisitions of companies or assets. In the board of directors' assessment, the authorization provides increased flexibility and may contribute to increased shareholder value.

The board of directors shall have the right to determine other conditions for purchases in accordance with the authorization.

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the execution of the resolution.





**Item 18: Resolution regarding authorization for the board to resolve on transfer of own shares**

The board of directors proposes that the annual general meeting resolves authorize the board of directors during the period up until the next annual general meeting, on one or more occasions, to resolve on transfers of own shares up to the number of shares which, at any time, are held by the Company.

Transfer of own shares may be carried out to be used as payment for, or financing of, acquisitions of companies or assets. Transfer of own shares may be effected otherwise than on Nasdaq Stockholm at an estimated market value or according to agreement with sellers in connection with acquisitions and may deviate from the shareholders' preferential rights. Payment for transferred shares may be made in cash, in kind or through set-off. Transfer of own shares may also be carried out on Nasdaq Stockholm at a price within the registered price range at any given time or otherwise in accordance with applicable regulations.

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the execution of the resolution.

**Majority requirements**

A resolution in accordance with items 15, 16, 17 and 18 requires support by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

**Number of shares and votes**

The total numbers of shares and votes in the Company on the date of this notice are 233,692,028, of which 9,000,000 are A shares representing 90,000,000 votes and 224,692,028 are B shares representing 224,692,028 votes, whereby the total number of votes comprise 314,692,028. The Company holds no own shares.

**Other**

Copies of the annual report, auditor statement, proxy form and advance voting form are available at least three weeks in advance of the annual general meeting. The remuneration report and the complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least three weeks in advance of the meeting. The nomination committee's complete proposal regarding election of directors and auditor including the statement on the nomination



committee's proposal regarding the board of directors are available as from today. All documents are available at the Company at Tullhusgatan 1B in Karlstad and at the Company's website <https://corporate.asmodee.com/corporate-governance#meetings> and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders are hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and CEO according to Ch. 7 § 32 of the Swedish Companies Act. Shareholders who wish to send in questions in advance can do so in writing to Asmodee Group AB, Attn: Ian Gulam, Tullhusgatan 1B, 652 09 Karlstad, Sweden, by e-mail to Ian Gulam to [ian.gulam@embracer.com](mailto:ian.gulam@embracer.com), or in connection with the electronic registration.

### Processing of personal data

The Company is the controller of the processing of personal data performed by the Company or its service providers in connection with the meeting. For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: [ES\\_PUA\\_Privacy\\_notice\\_bolagsstammor.pdf](#).

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Karlstad August 2025  
**Asmodee Group AB**  
The board of directors

### For more information, contact

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### About asmodee

Asmodee is a global leader in tabletop gaming. Inspired by players, asmodee has been crafting and taking to market immersive, shared experiences for over 30 years. Its portfolio includes beloved games and intellectual properties such as *CATAN*®, *Ticket to Ride*®, *Dobble/Spot it!*®, *7 Wonders*, and *Exploding Kittens*®. Operationally headquartered in France, asmodee operates globally, making its games accessible to players in over 100 countries around the world. Asmodee group's Class B shares are publicly traded on Nasdaq Stockholm under the ticker ASMDEE B. Learn more about asmodee [here](#).





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## Attachments

[NOTICE OF ANNUAL GENERAL MEETING IN ASMODEE GROUP AB](#)

